

FILE IN 10748-1A

RECORDATION NO.

FILED

14097-E

SEP 30 '97

3:40 PM

ALVORD AND ALVORD
ATTORNEYS AT LAW
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SUITE 200
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OF COUNSEL
URBAN A. LESTER

September 30, 1997

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Bill of Sale and Assignment and Assumption Agreement, dated as of September 30, 1997, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the documents previously filed with the Commission/Board under the Recordation Numbers on the schedule attached hereto. Please file the Memorandum under Recordation Number 14097-E, and cross-index under the remaining Recordation Numbers.

The names and addresses of the parties to the enclosed document are:

Seller/Assignor: Pitney Bowes Credit Corporation
27 Waterview Drive
Shelton, Connecticut 06484

Purchaser/Assignee: GATX Third Aircraft Corporation
Four Embarcadero Center, Suite 2200
San Francisco, California 94111

A description of the railroad equipment covered by the enclosed document is set forth on Exhibit A attached to the Memorandum.

SEP 30 3 38 PM '97

RECEIVED
SURFACE TRANSPORTATION BOARD

Mr. Vernon A. Williams
September 30, 1997
Page 2

Also enclosed is a check in the amount of \$ 557⁰⁰ payable to the order of the Surface Transportation Board covering the required recordation fee and cross-indexing fees.

Kindly return one stamped copy of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in dark ink, appearing to read 'R. Alvord', with a stylized flourish at the end.

Robert W. Alvord

RWA/bg
Enclosures

Please Cross-index Under The Following Recordation Numbers:

15616-B

15620-H

16048-B

16399-C

16760-A

17040-D

17481-B

17656-C

17787-A

17892-U

17942-F

17971-B

17978-B

18048-B

18415-B

18055-C

18509-I

18847-H

18922-A

18929-A

19005-A

19061-B

19321-Q

19748-A

SURFACE TRANSPORTATION BOARD
WASHINGTON, D. C. 20423-0001

OFFICE OF THE SECRETARY

Robert W. Alvord
Alvord And Alvord
918 Sixteenth Street, NW., Ste. 200
Washington, DC., 20006-2973

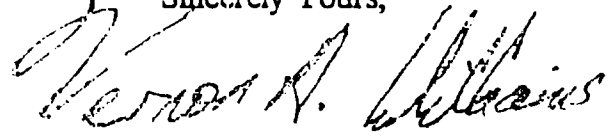
DATE: 9/30/97

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of 49 U.S.C. 11301
and 49 CFR 1177.3 (c), on 9/30/97 at 3:40PM, and
assigned recordation number(s). (see below):

14097-E	15616-B	15620-H	16048-B	16399-C	16760-A
17040-D	17481-B	17656-C	17787-A	17892-U	17942-F
17971-B	17978-B	18048-B	18055-C	18509-I	18847-H
18922-A	18929-A	19005-A	19061-B	19321-Q	19748-A
18415-B	15460-C	15707-B	15883-B		

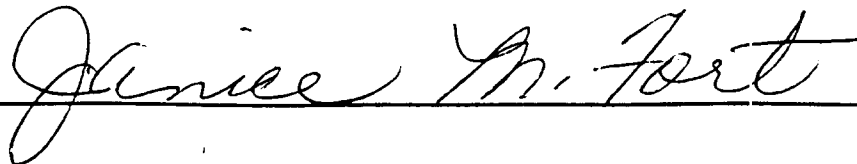
Sincerely Yours,


Vernon A. Williams
Secretary

Enclosure(s)

\$ 672.00 The amount indicated at the left has been received in payment of a fee in
connection with a document filed on the date shown. This receipt is issued for the amount paid.
In the event of an error or any questions concerning this fee, you will receive a notification after
the Surface Transportation Board has an opportunity to examine your document.

Signature



SEP 30 '97

3:40 PM

**MEMORANDUM OF BILL OF SALE
AND ASSIGNMENT AND ASSUMPTION AGREEMENT**

Memorandum of Bill of Sale and Assignment and Assumption Agreement, made and entered into as of September 30, 1997 by and between PITNEY BOWES CREDIT CORPORATION, Seller/Assignor and GATX THIRD AIRCRAFT CORPORATION, Purchaser/Assignee.

WITNESSETH:

The undersigned have entered into (i) that certain Bill of Sale, dated as of September 30, 1997, and (ii) that certain Assignment and Assumption Agreement, dated as of September 30, 1997, together by which Seller/Assignor has sold and assigned its right, title and interest in and to certain railroad equipment and the leases and beneficial interests therein to Purchaser/Assignee, and Purchaser/Assignee has accepted and assumed all duties and obligations of Seller/Assignor with respect thereto arising on or after the closing date. The documents relating to the railroad equipment are set forth in exhibits to the Assignment and Assumption Agreement. The railroad equipment is set forth on Exhibit A attached hereto.

IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date and year first above written.

PITNEY BOWES CREDIT CORPORATION

By Michael J. Lent
Name: MICHAEL J. LENT
Title: VICE PRESIDENT AND SENIOR CREDIT OFFICER

GATX THIRD AIRCRAFT CORPORATION

By Thomas C. Nord
Name: Thomas C. Nord
Vice President

STATE OF Connecticut)
) ss: Shelton
COUNTY OF Fairfield)

On this ____ day of September, 1997, before me personally appeared Michael J. Leun, to me personally known, who being by me duly sworn, says that he is the Vice President of Pitney Bowes Credit Corporation, that the foregoing document was signed on behalf of said corporation, and he acknowledged that the execution of said instrument was his free act and deed.

Susan Burbank
NOTARY PUBLIC

My commission expires: November 30, 2001

~~STATE OF _____)
) ss:
COUNTY OF _____)~~

~~On this ____ day of September, 1997, before me personally appeared _____, to me personally known, who being by me duly sworn, says that he is the _____ of GATX Third Aircraft Corporation, that the foregoing document was signed on behalf of said corporation, and he acknowledged that the execution of said instrument was his free act and deed.~~

~~_____
NOTARY PUBLIC~~

~~My commission expires:~~

See attached page

CALIFORNIA ALL-PURPOSE ACKNOWLEDGMENT

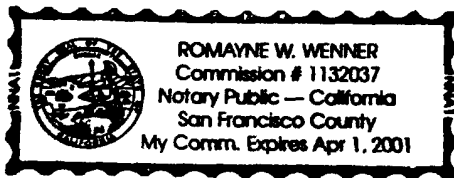
State of CALIFORNIA

County of SAN FRANCISCO

On SEPTEMBER 26, 1997 before me, ROMAYNE W. WENNER, NOTARY PUBLIC,
Date Name and Title of Officer (e.g., "Jane Doe, Notary Public")

personally appeared THOMAS C. NORD,
Name(s) of Signer(s)

☒ personally known to me ~~OR~~ ☐ proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.



WITNESS my hand and official seal.

Romaine W. Wenner
Signature of Notary Public

OPTIONAL

Though the information below is not required by law, it may prove valuable to persons relying on the document and could prevent fraudulent removal and reattachment of this form to another document.

Description of Attached Document

MEMORANDUM OF BILL OF SALE AND
Title or Type of Document: ASSIGNMENT AND ASSUMPTION AGREEMENT

Document Date: SEPTEMBER 30, 1997 Number of Pages: 1

Signer(s) Other Than Named Above: MICHAEL J. LEYH

Capacity(ies) Claimed by Signer(s)

Signer's Name: THOMAS C. NORD

- ☐ Individual
☒ Corporate Officer
Title(s): VICE PRESIDENT
☐ Partner — ☐ Limited ☐ General
☐ Attorney-in-Fact
☐ Trustee
☐ Guardian or Conservator
☐ Other: _____

RIGHT THUMBPRINT
OF SIGNER
Top of thumb here

Signer Is Representing:

GATX THIRD
AIRCRAFT CORP.

Signer's Name: _____

- ☐ Individual
☐ Corporate Officer
Title(s): _____
☐ Partner — ☐ Limited ☐ General
☐ Attorney-in-Fact
☐ Trustee
☐ Guardian or Conservator
☐ Other: _____

RIGHT THUMBPRINT
OF SIGNER
Top of thumb here

Signer Is Representing:

